

APR 30 1964

THE TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1073.
FILED, APRIL 16th. 1964.

GLENN URANIUM MINES LIMITED

Full corporate name of Company
Incorporated under the laws of Ontario by Letters Patent
dated June 6, 1933.

Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953
(Ontario) by Letters Patent dated May 1st, 1957).

FILING STATEMENT

(To be filed with respect to any material change in a company's affairs, including among other things,
an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	<p>a) Settlement of certain outstanding debts by issue of shares, see Schedule "A";</p> <p>b) following the foregoing, sale of substantially all of the aforesaid shares by the holders thereof, and "change of control" as a result thereof, see Schedule "A"; See Schedule "A" on page 3.</p> <p>c) subject to "change of control" appointment of new directors and officers;</p> <p>d) underwriting and option agreement respecting certain unissued treasury shares;</p> <p>e) acquisition of mining property.</p>
2. Head office address and any other office address.	Suite 704, 330 Bay Street, Toronto, Ontario.
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	<p>President and Director - WILLIAM D. PATERSON, 115 Winston Park Blvd. Downsview, Ontario Accountant.</p> <p>Vice-President and Director - J. MURRAY ANDERSON, 30 Bayview Ridge, Willowdale, Ontario Corporation Secretary</p> <p>Secretary-Treasurer and Director - STANLEY A. COCKING, 36 Kells Avenue, Scarborough, Ontario Accountant.</p> <p>Director - VIVIAN L. DENSEM, 64 St. Clair Ave. W. Toronto, Ontario, Secretary.</p> <p>Subject to and forthwith upon the "change of control" referred to in this filing statement, the new Board of Directors and the new Officers of the Company will be as follows:</p> <p>President and Director - P. C. A. GIARDINE, 191 Queen Mary Drive, Oakville, Ontario Executive.</p> <p>Vice-President and Director - CHARLES A. BEST, Ph.D. 40 Balmoral Avenue, Toronto, Ontario Research Consultant.</p> <p>Secretary-Treasurer and Director - WILLIAM D. PATERSON 115 Winston Park Blvd. Downsview, Ontario Accountant.</p> <p>Director - HERBERT H. QUINN, 755 - 8th Line, Oakville, Ontario, Executive.</p> <p>Director - R. W. MCGREGOR, 3 Hatton Court, Islington Ontario, Executive.</p>
4. Share capitalization showing authorized and issued and outstanding capital.	Authorized - 5,000,000 shares \$1 par value Issued - 2,595,000 all as fully paid (see Schedule "A" for 500,000 additional shares issued to settle debts, subsequent to the date hereof). Schedule "A" on page 3.
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	Nil
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	<p>Goodwin Harris & Co. Limited, acting for its client, Dynasty Investments Limited, has agreed to purchase forthwith 300,000 shares in the capital of the Company at 20 cents per share, for a total consideration of \$60,000 payable immediately. In consideration thereof, the Company has granted to Goodwin Harris & Co. Limited, for its said client, the sole and exclusive option to purchase all or any part of an additional 700,000 shares in the capital of the Company as follows:</p> <p>100,000 shares at 20 cents per share within 3 months;</p> <p>200,000 shares at 25 cents per share within 6 months;</p> <p>200,000 shares at 30 cents per share within 9 months;</p> <p>200,000 shares at 35 cents per share within 12 months.</p>

7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	Dynasty Investments Limited, Suite 704, 330 Bay Street Toronto, Ontario, is the client on whose behalf Goodwin Harris & Co. Limited has entered into the aforesaid agreement with the Company and is the principal thereof. The only person owning a greater than 5 per cent interest in the said Dynasty Investments Limited is P.C.A.Giardine, 191 Queen Mary Drive, Oakville, Ontario.
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	nil
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	The Company will use part of the proceeds to retire part of its debts. The Company will examine, in accordance with recommendations of A.T.Griffis, Ph.D., P.Eng., in his report dated April 10, 1964, a mining property comprising 4 unpatented mining claims located in Wark Township, Porcupine Mining Division, Ontario, and referred to in this filing statement. Reference is made to the said report, which is reproduced herein. The estimated cost of the initial work is \$4,000. No part of the proceeds from the above underwriting and option agreement will be used for any other purpose unless an amending filing statement is filed with the Toronto Stock Exchange.
10. Brief statement of company's chief development work during past year.	none
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	The Company will acquire from Gerald S. Peers 1115 Ascot Dr. Oakville, Ont., 4 unpatented mining claims located in Wark Township, Porcupine Mining Division, Ontario, numbered P.55996 to P.55999 inclusive. These comprise about 160 acres and were staked recently. The vendor to the Company is to receive \$20,000 and 400,000 shares in the capital of the Company, whereof 40,000 shares will be issued to him free from escrow and certificates for 360,000 shares, when issued, will be in escrow with the Company's stock registrar and transfer agent at Toronto and will require the prior consent of the Toronto Stock Exchange before any release.
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	The Company is informed by the aforesaid vendor that he will pay Nedo Bragagnolo, of Timmins, Ontario, \$20,000 from the aforesaid consideration received by the vendor.
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	360,000 shares will be in escrow with the Company's stock registrar and transfer agent, upon the completion of the aforesaid property acquisition and will require the prior written consent of the Toronto Stock Exchange before any release from escrow pro rata among the registered holders from time to time.
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	Gerald S. Peers, 1115 Ascot Dr., Oakville, Ontario, will own of record and beneficially the aforesaid 360,000 escrowed shares. Mr. Peers has granted to Dynasty Investments Limited aforesaid, an option exercisable by May 1, 1965, in part or in whole, and at any time and from time to time, to purchase from him the said 360,000 escrowed shares at a price of 5 cents per share.

SCHEDULE "A"

to the filing statement of
Glenn Uranium Mines Limited
Dated April 14, 1964.

Creditors to whom a total of \$335,029.74 is owed by the Company, have agreed to take and accept in full satisfaction thereof the sum of \$67,005.95, being at the rate of 20 cents on the dollar, and to be fully satisfied by the allotment and issue to them of 500,000 free and non-assessable shares in the capital of the Company. These creditors are as follows: Jaypen Holdings Limited - \$110,583.56; Rex Manning - \$31,250.00; Pioneer Contractors Limited - \$166,812.56; New Mylamaque Mining & Smelting Ltd. - \$20,000; and Day, Wilson, Campbell & Martin - \$6,383.63. The said Jaypen Holdings and Pioneer Contractors have agreed with New Mylamaque to contribute out of their pro rata shares a total of 30,149 shares to the latter so that the latter shall receive 60,000 shares.

Dynasty Investments Limited, Suite 704, 330 Bay Street, Toronto, Ontario, holds options from Rex Manning and Pioneer Contractors aforesaid, to purchase from each of them the following numbers of shares of the Company which each shall receive in satisfaction of its debt as aforesaid, being respectively 31,569 and 248,974 shares. Dynasty Investments Limited is exercising these options forthwith.

Dynasty Investments Limited has purchased from Jaypen Holdings all of the shares to which the latter has become entitled in settlement of its claims against the Company being 141,595 shares.

It is believed that the aforesaid shares so acquired by Dynasty Investments Limited represent the "control" block of shares in the Company, and the new directors and officers referred to in paragraph 3 of the filing statement may be regarded as representatives of Dynasty Investments Limited.

FINANCIAL STATEMENTS

GLENN URANIUM MINES LIMITED
Incorporated under the laws of Ontario

BALANCE SHEET

November 30, 1963

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- ASSETS -

Note receivable due October 8, 1960 (¥5,000.00 in U.S. currency)	4,765.62
Investment, at a nominal value (market value \$990.00) (see note)	1.00
Advances to Central Guiana Exploration Company Limited . .	<u>42,500.00</u>
	<u>\$47,266.62</u>

- LIABILITIES -

Bank advances.	5,215.38
Accounts payable and accrued expense	179,019.75
Advances from a shareholder.	105,000.00
Other advances	<u>51,250.00</u>
<u>Total liabilities.</u>	340,485.13

- CAPITAL STOCK AND DEFICIT -

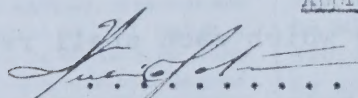
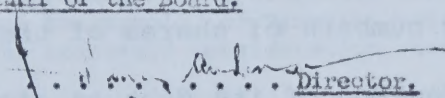
Capital stock:

Authorized, 5,000,000 shares, par value \$1.00 each	
Issued, 2,595,000 shares	2,595,000.00
Deduct Net discount thereon.	<u>647,354.50</u>
	1,947,645.50
Deficit.	<u>2,240,864.01</u>
<u>Excess of deficit over capital stock</u>	(293,218.51)
	<u>\$47,266.62</u>

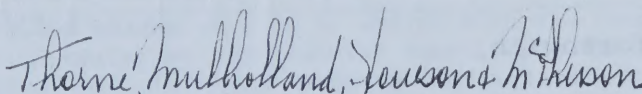
Note:

The quoted value of \$990.00 applies to escrowed shares which have been valued as free shares.

Approved on behalf of the Board.

 Director.  Director.

This is the balance sheet referred to in our comments to the directors dated December 10, 1961.


Chartered Accountants

GLENN URANIUM MINES LIMITED

STATEMENT OF DEFICIT

Ten months ended November 30, 1963

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Deficit at beginning of period.	2,240,262.20
<u>Add Expenses during period:</u>	
Interest.	246.81
Legal and audit	225.00
Directors' fees	100.00
Sundry.	<u>30.00</u>
	601.81
<u>Deficit at end of period.</u>	<u>\$2,240,864.01</u>

GLENN URANIUM MINES LIMITED

SUMMARY OF CHANGES IN FINANCIAL POSITION

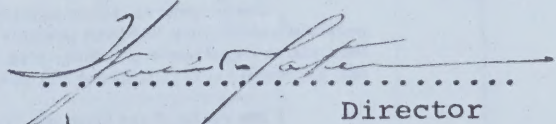
Ten months ended November 30, 1963

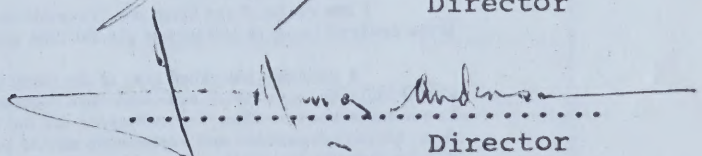
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	November 30, 1963	January 31, 1963	Variation
<u>Liabilities:</u>			
Bank advances	5,215.38	4,688.57	526.81
Accounts payable and accrued expense. .	179,019.75	178,944.75	75.00
Advances from a shareholder	105,000.00	105,000.00	
Other advances.	51,250.00	51,250.00	
	340,485.13	339,883.32	601.81
<u>Assets.</u>	<u>47,266.62</u>	<u>47,266.62</u>	
<u>Excess of deficit over capital stock. . .</u>	<u>\$293,218.51</u>	<u>\$292,616.70</u>	<u>\$601.81</u>
<u>Represented by:</u>			
Deficit	2,240,864.01	2,240,262.20	
Capital stock	1,947,645.50	1,947,645.50	
	<u>\$293,218.51</u>	<u>\$292,616.70</u>	

The increase in liabilities during the ten months ended November 30, 1963, amounting to \$601.81, is reflected in the accompanying statement of deficit.

We hereby certify that since the date of the last balance sheet dated November 30, 1963, there have been no material changes in our Company


.....
Director


.....
Director

ENGINEER'S REPORT

REPORT ON UNPATENTED MINING CLAIMS

P55996-99 Inclusive

in the Township of Wark

District of Cochrane, Porcupine Mining Division, Ontario

by

A. T. Griffis, Ph.D., P. Eng.

for

GLENN URANIUM MINES LIMITED

SUMMARY

The four unpatented mining claims described in this report are located in an area where high-grade copper has been unofficially reported in diamond drilling.

The rocks of the area may be considered as favourable for possible mineral deposits.

Due to the lack of rock outcrop, the first work, to determine possible occurrence of sulphide mineralization, should be a ground induced potential survey.

DESCRIPTION OF PROPERTY

Wark Township

Four unpatented mining claims, totalling approximately 160 acres and numbered P55996-99 inclusive. These are in a single block, 1 mile east-west by one-quarter mile north-south, being the north half of the south half of lots 8 and 9 in Concession VI of Wark Township.

ACCESSIBILITY

The claims are approximately 15 miles north-northeast of Timmins, Ontario, and are not presently accessible by road. In summer, the only easy access may be by helicopter.

HISTORY

The claims were staked recently, following rumours of a copper strike nearby.

GEOLOGY

Due to general lack of outcrop and present heavy snow cover, no personal examination has been possible. The information used is taken from the Ontario Department of Mines, Map 2046 and from Department of Mines and Technical Surveys (Ottawa) Aeromagnetic Series Map 298G.

The rocks of the area are Precambrian granite, sediments and lavas covered by up to 150 feet of glacial lake and till deposits.

A recently published map of the Ontario Department of Mines (2046) indicates a probable sediment-lava contact just south of the claim group. From experience to-date, the sediments are not favourable for base metal (i.e. copper) deposition and exploration should be confined to the contact zone and the lavas to the north.

The area is one of great interest because of the copper discovery which has been unofficially reported. The discovery is reported in drilling three miles west-southwest of the claims, and is said to have been made as a result of airborne electro-magnetic surveys.

CONCLUSIONS AND RECOMMENDATIONS

The area is one of heavy overburden and a geophysical study of the claims is recommended as the first step in probing for mineral potential.

An induced potential survey along north-south lines at 400-foot spacings is best suited to indicate any possible base metal deposits.

Dependent on the results of the above survey, a follow-up programme of drilling may be required.

COSTS OF WORK

The recommended programme can be completed within a 10-day period, depending on availability of men and equipment, at a cost not to exceed \$4,000.00

Respectfully submitted,

A. T. Griffis

A. T. Griffis, Ph.D., P. Eng.

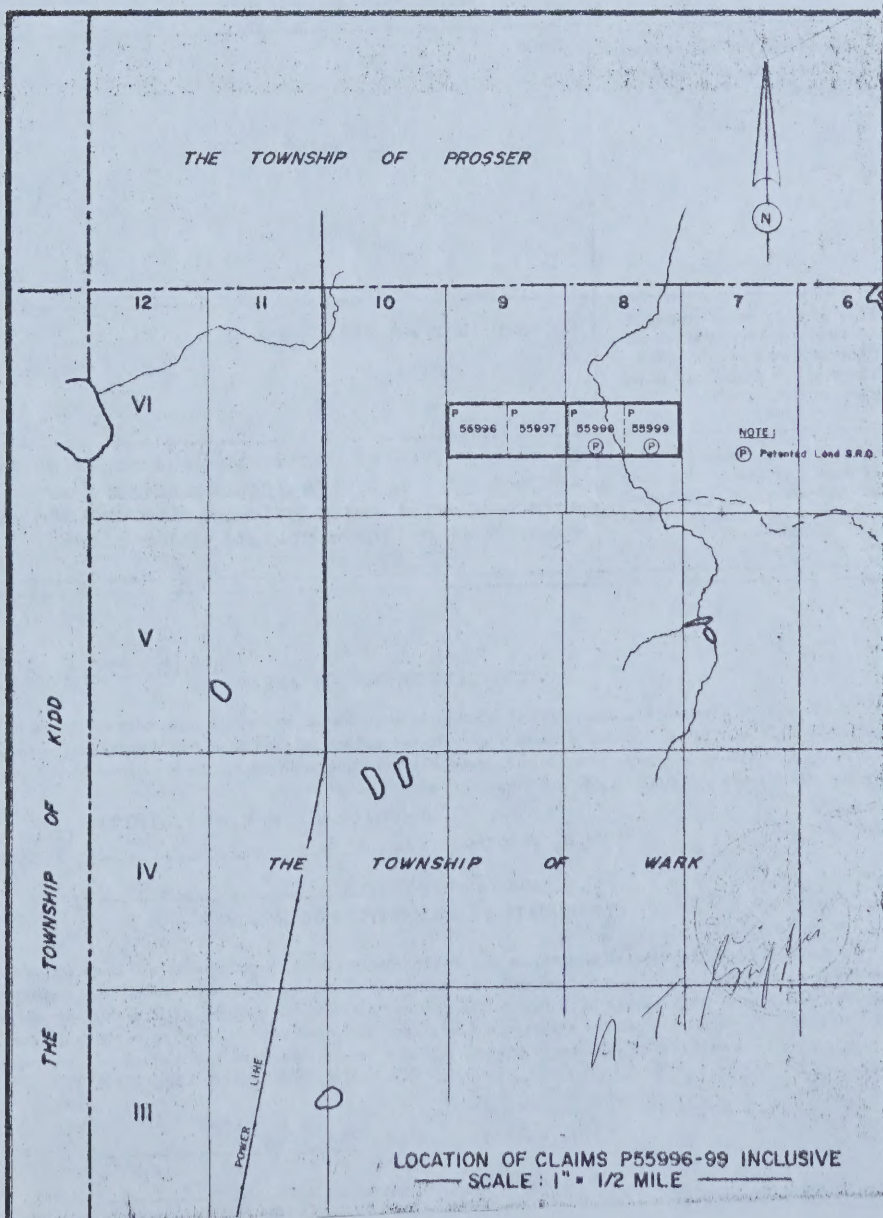
CERTIFICATE

I, Arthur Thomas Griffis, of the City of Toronto, state:

1. That I am a geologist and reside at 89 Oriole Parkway, Toronto 7, Ontario.
2. That I am a registered Professional Engineer in the Province of Ontario.
3. That I graduated from the University of Toronto in 1934 with the degree of Bachelor of Arts and in 1937 with the degree of Master of Arts, and from Cornell University in 1939 with the degree of Doctor of Philosophy.
4. That I have been engaged in geological work continuously for 30 years.
5. That I have no interest, direct or indirect, in the mining claims described in this report, nor do I expect to receive any interest.
6. That I do not own, nor do I expect to own, shares in Glenn Uranium Mines Limited.
7. That the foregoing report is based on a study of reports and records as filed with the Ontario Department of Mines, and on general knowledge of the area.

Dated at Toronto
this 10th day of April, 1964

A. T. Griffis
A. T. Griffis, Ph.D, P. Eng.



15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	According to the Company's stock registrar and transfer agent: Cradock Securities Limited 128,170 shares 170 Bay Street, Toronto, Ontario Draper Dobie & Co. Ltd., 104,838 shares 25 Adelaide St.W., Toronto Domtor Company 92,900 shares The Toronto Dominion Bank, King & Yonge Street, Toronto, Ontario Doherty Roadhouse & Co., 59,085 shares 335 Bay Street, Toronto J. H. Crang & Co. 48,310 shares 40 Adelaide Street W. Toronto None of the above shares are believed to be beneficially owned. The beneficial owners are not known to the Company.		
16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	No such persons at this time, but subject to acceptance of notice of the transactions referred to above, and the closing of same, Dynasty Investments Limited aforesaid will be in such position.		
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	Consolidated Regcourt Mines Limited	9,000 shares (escrowed)	<u>Book value</u> \$1.00 <u>Market Value</u> Estimated \$900 (valued one-half of free shares)
18. Brief statement of any lawsuits pending or in process against company or its properties.	None.		
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	No such agreements.		
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	No other material facts. The shares which are the subject of the aforesaid underwriting and option agreement will be in primary distribution as and when taken down by the aforesaid underwriter.		

DATED April 14, 1964

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

GLENN URANIUM MINES LIMITED

"W.D. Paterson" Per: [Signature] CORPORATE SEAL

"J.M. Anderson" Per: [Signature]

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

GOODWIN HARRIS & CO. LIMITED

"A.G. White" Per: [Signature]

"M.A. Hudson" Per: [Signature]